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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAMILIES INVESTED IN RESPONSIBLE MEDIA
a California Nonprofit Public Benefit Corporation**

FILED *DMR*
In the office of the Secretary of State
of the State of California

APR 4 - 2003

Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of Families Invested in Responsible Media, a California nonprofit public benefit corporation.
2. The Amended and Restated Articles of Incorporation of this corporation are further amended and restated to read in full as follows:

I.

The name of this corporation is: Common Sense Media.

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

III.

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code").
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(a) or (b) by a corporation contributions to which are deductible under Code Section 170(a).
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Code Section 501(h) and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

IV.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director,

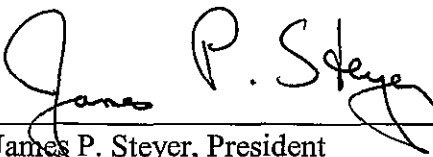
officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Code Section 501(c)(3).

3. The corporation has no members.

4. The foregoing amendment and restatement of the Amended and Restated Articles of Incorporation has been duly approved by the sole director.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Date: March 31, 2003



James P. Steyer, President

Lawrence Wilkinson, Secretary

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James P. Steycr, President



Lawrence Wilkinson, Secretary